ULTIMATE EXTINCTION™

ISSUE 3 OF SIX

RATED T+

00311

7 59606 05551 7

$2.99 US $4.25 CAN

DIRECT EDITION

ELLIS
PETERSON
PONSOR

MARVEL

PREVIOUSLY IN ULTIMATE EXTINCTION:

Gah Lak Tus–the world-devourer, the ancreator–is comiay to kill the Earth.

S.H.I.E.L.D. Director Nick Fury has assembled the world's greatest minds to fight this foe. Reed Richards (leader of the young super-hero team the Fantastic Four) leads the effort to search for a way to survive.

Meanwhile, private detective Misty Knight is hired by a man named Edward Schaffer to find his "abducted" wife. Misty tracks the wife to a meeting of a strange cult where she witnesses the cult leader reveal himself as a silver-colored winged man.

Misty is attacked by a sniper–a mysterious bald woman–who the police later identify as having died twenty-two years ago. Misty makes her way back to her office...where she is soon confronted by the silver man. As he attacks Misty–by blowing up her office–Captain America and Falcon make their way downtown to investigate...

ULTIMATE EXTINCTION

WARREN ELLIS
WRITER

BRANDON PETERSON
ART

JUSTIN PONSOR
COLORS

CHRIS ELIOPOULOS
LETTERS

JACOB JOHANSEN
PRODUCTION

NICOLE BOOSE
ASSISTANT EDITOR

JOHN BARBER
ASSOCIATE EDITOR

RALPH MACCHIO
EDITOR

JOE QUESADA
EDITOR IN CHIEF

DAN BUCKLEY
PUBLISHER

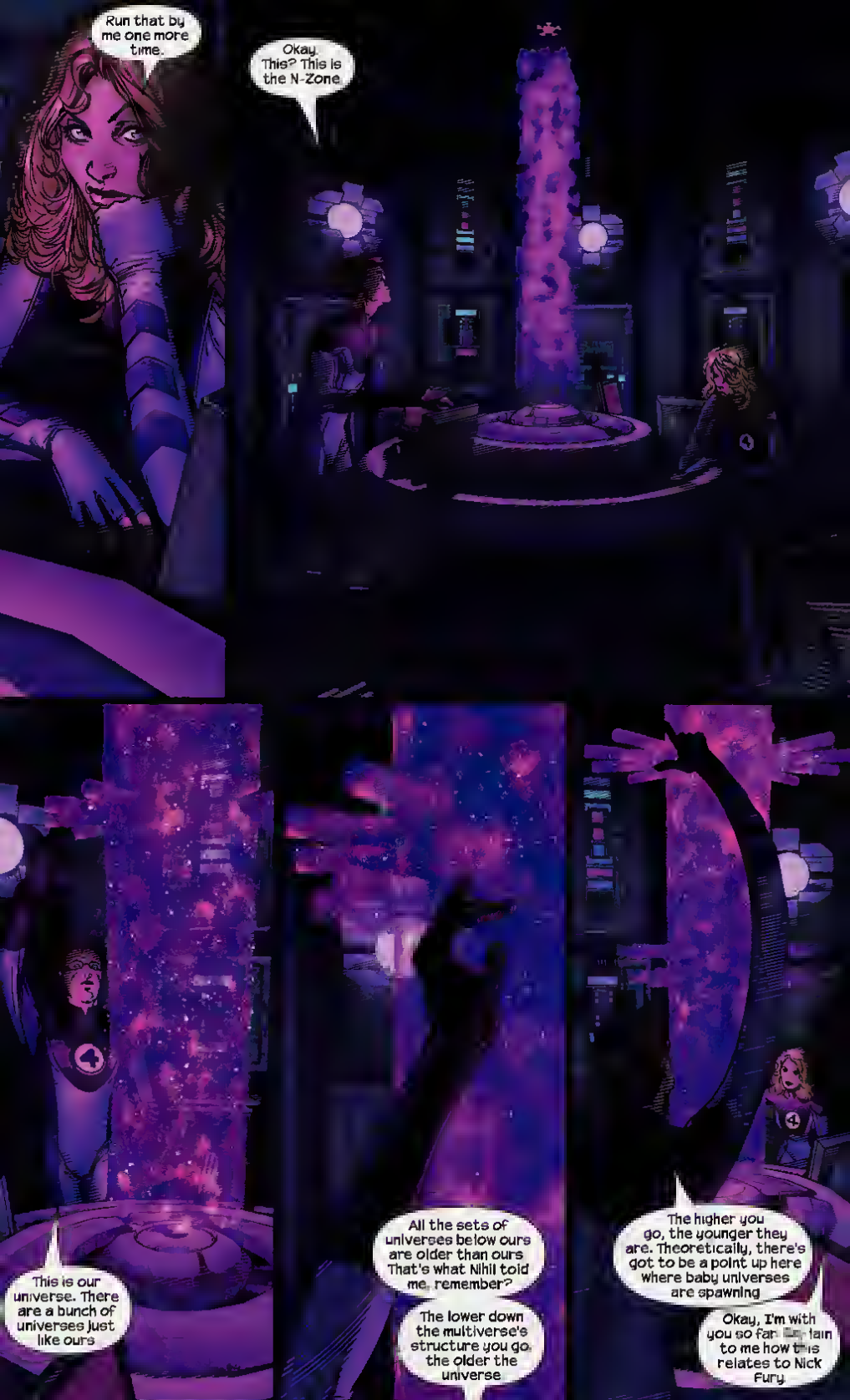
Ultimate Extinction No. 3, May, 2006. Published Monthly by MARVEL PUBLISHING, INC., a subsidiary of MARVEL ENTERTAINMENT, INC. OFFICE OF PUBLICATION: 417 5th Avenue, New York, NY 10016. © 2006 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. $2.99 per copy in the U.S. and $4.25 in Canada (GST #R127032852) in the direct market and $2.99 per copy in the U.S. and $4.25 in Canada (GST #R127032852) through the newsstand. Canadian Agreement #40668537. **Printed in Canada.** AVI ARAD, Chief Creative Officer; ALAN FINE, President & CEO of Marvel Toys and Marvel Publishing, Inc.; DAVID BOGART, VP of Publishing Operations; DAN CARR, Executive Director of Publishing Technology; JUSTIN F. GABRIEL, Managing Editor; STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Joe Maimone, Advertising Director, at jmaimone@marvel.com or 212-576-8534. For Marvel subscription inquiries, please call 800-217-9158.

You see that?
Hell, yes.
Time to earn us some of them Ultimate dollars, Sam.

Oh God. Is that a mutant?
I stuck my fingers in a mutant's eyes back in Tunguska. That's it.
You've fought mutants before.
Toughen up, son.
They get beaten down just the same as anything else on this world.

SAM!

Um...
...hello?
Throw the gun out, and then remain at that...hole in the wall until we come up for you
You're under arrest on the authority of S.H.I.E.L.D.
Kiss my black butt, Captain Whitey!
Misty Knight, ex-NYPD, licensed private investigator, attacked in my own office by a guy who disappeared because you didn't hit him hard enough and your flying Stepin Fetchit missed with two guns!
Count 'em! Two guns.
Where did he go, and why is that woman shouting at you?
You know, in Iceland, they have a bottomless well where they drown dames like her.
Ma'am. I'm sorry, but I still need to take you into custody for--
Sure! Take me to the Triskelion! Call Tony Stark!
Tell him you arrested the hero cop he built a new arm for!
Jerks!


Run that by me one more time.
Okay. This? This is the N-Zone
This is our universe. There are a bunch of universes just like ours
All the sets of universes below ours are older than ours That's what Nihil told me, remember?
The lower down the multiverse's structure you go, the older the universe
The higher you go, the younger they are. Theoretically, there's got to be a point up here where baby universes are spawning
Okay, I'm with you so far Captain to me how this relates to Nick Fury

Reed?
What is it?
I've had this idea, Sue. I've had this terrible, terrible idea.
I mean, I want to throw up every time it crosses my mind. But it won't go away.
I know how to hurt Gah Lak Tus.
Maybe even kill it.
But it's... obscene.
And I'd be handing Nick Fury something very much like an ultimate weapon.

SILVER
FUTURE
ARGENT
WESTMINSTER
Silber Todesurf

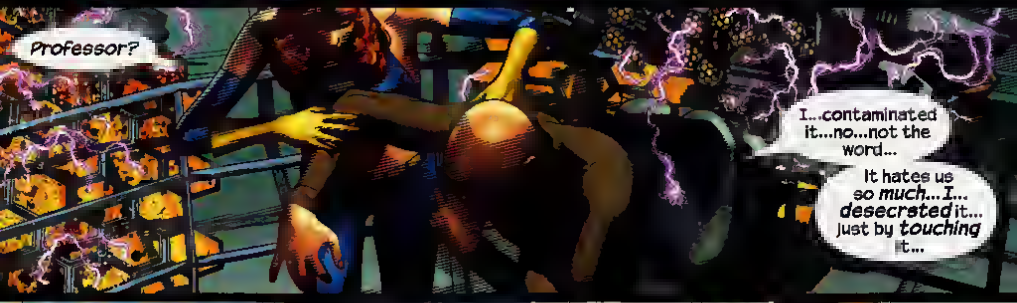
One day later
My, My, Nicholas. This is really quite impressive. I wasn't expecting this kind of accelerated schedule.
Money buys people buys man-hours. How about you, Prof? Ready to go?
You know, despite myself, and the obvious horror of the situation-- I'm actually looking forward to this.
--but, in a very real way, I am journeying into space. Quite marvelous.
Not just the thrill of contacting a non-organic, thoroughly alien intelligence--
BRIEFING MODULE 101
BRIEFING MODUL E 101
...yes, yes, darling, I'm sure Amanda Scheer Demme will just *die* if we don't attend the opening of Tropicana NYC but I need to help out an old friend here.
NO, of *course* she's not female.
He. He's not female. Gotta go. Call later. Love you

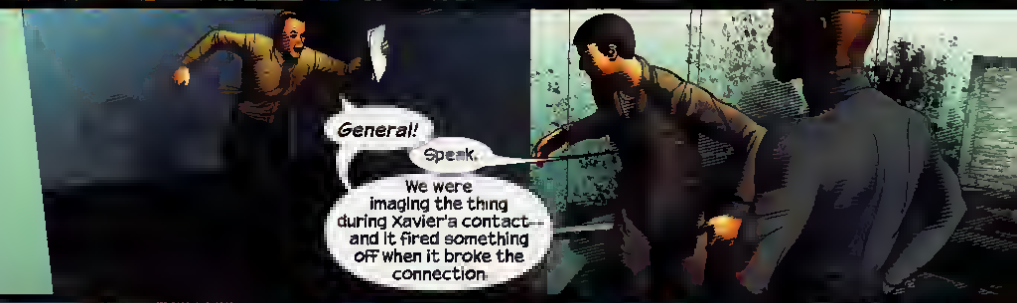
Now--what's happening here?
Misty, you look absolutely dreadful.
Gee, thanks, Tony. Now why don't you tell these melonfarmers who I am?
We know who you are.
Please. I've heard enough of your voice, okay?
Misty Knight saved an awful lot of people from a bombing outrage in Manhattan.
I believe you were rescuing a handful of morons from a Middle Eastern regime at the time, Cap.
She lost an arm in the final explosion. Since I'd been developing a prototype prosthetic from Iron-Tech models, I decided it was only right to donate the first to her.
In order for me to be able to do that, Misty had to be thoroughly vetted by S.H.I.E.L.D., who were co-funding the prosthetic initiative at that time.
Cap, I know things have gotten very weird of late, and I know you must be hanging on to the ground with all your fingers right now--
--but Misty Knight is a thoroughly wonderful girl, with an extraordinarily fine bottom.
Now will you listen to me? First I see a *dead girl* try to assassinate a silver man with wings--
--and *then* he comes to my office to try and kill *me*!
And then *you* treat me like a *terrorist* and lock me in here for a day instead of finding that woman and that guy and--

And I have to go Time to see Charles Xavier do his psychic show. Mahr Veh!?
Wouldn't miss it. You people have fun without me now. I've enjoyed this lesson in hu-man stupidity and stubborness.
And Sam, I've got to ask--you argue with Nick Fury but don't say boo to Captain America? What's up with that?
"What's up with that?" You learned English from watching Seinfeld, didn't you?
You are correct, sir.
Oh, and talk shows. How does Conan O'Brien get his hair to go like that?
It's a hu-man secret.
Gentlemen.
I appear to be ready for launch.

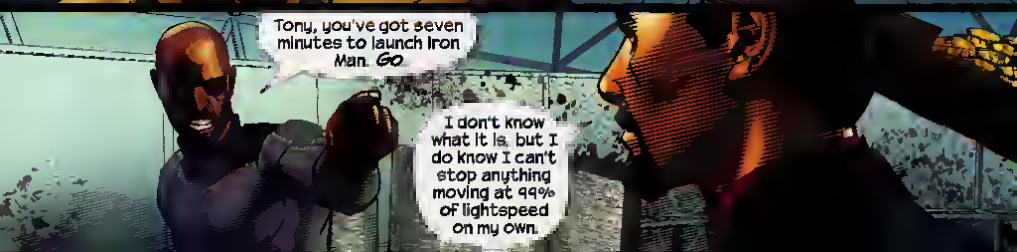
I still say this is insane, General. This is not the way to initiate first contact, particularly not with something that exists only to destroy organic life--
Don't want to hear it, Marvel. Are we ready to go?
The board is green, sir. Give the word.
The word, young man, is given.
I am making telepathic connection with the Cerebro array.
You may begin your amplification process.
My God.
I've just been shot into the Asteroid Belt.
It's here. In the Belt, descending into the inner solar system.
It has a mind, Nicholas. I can feel it. See it.
I can see the access points on the surface of its mind. I am initiating first connection.

contamination
KKKAAAAA
BREAK CONTACT! NOW!


Professor?
I...contaminated it...no...not the word...
It hates us so *much*... I... *desecrated* it... just by *touching* it...


General!
Speak.
We were imaging the thing during Xavier's contact-- and it fired something off when it broke the connection.

It's fired a missile at Earth.
The computer says that, given its trajectory, speed, and the spin of the Earth--
--it's directly targeted the Triskelion, from the Asteroid Belt.


Tony, you've got seven minutes to launch Iron Man. *GO.*
I don't know what it is, but I do know I can't stop anything moving at 99% of lightspeed on my own.

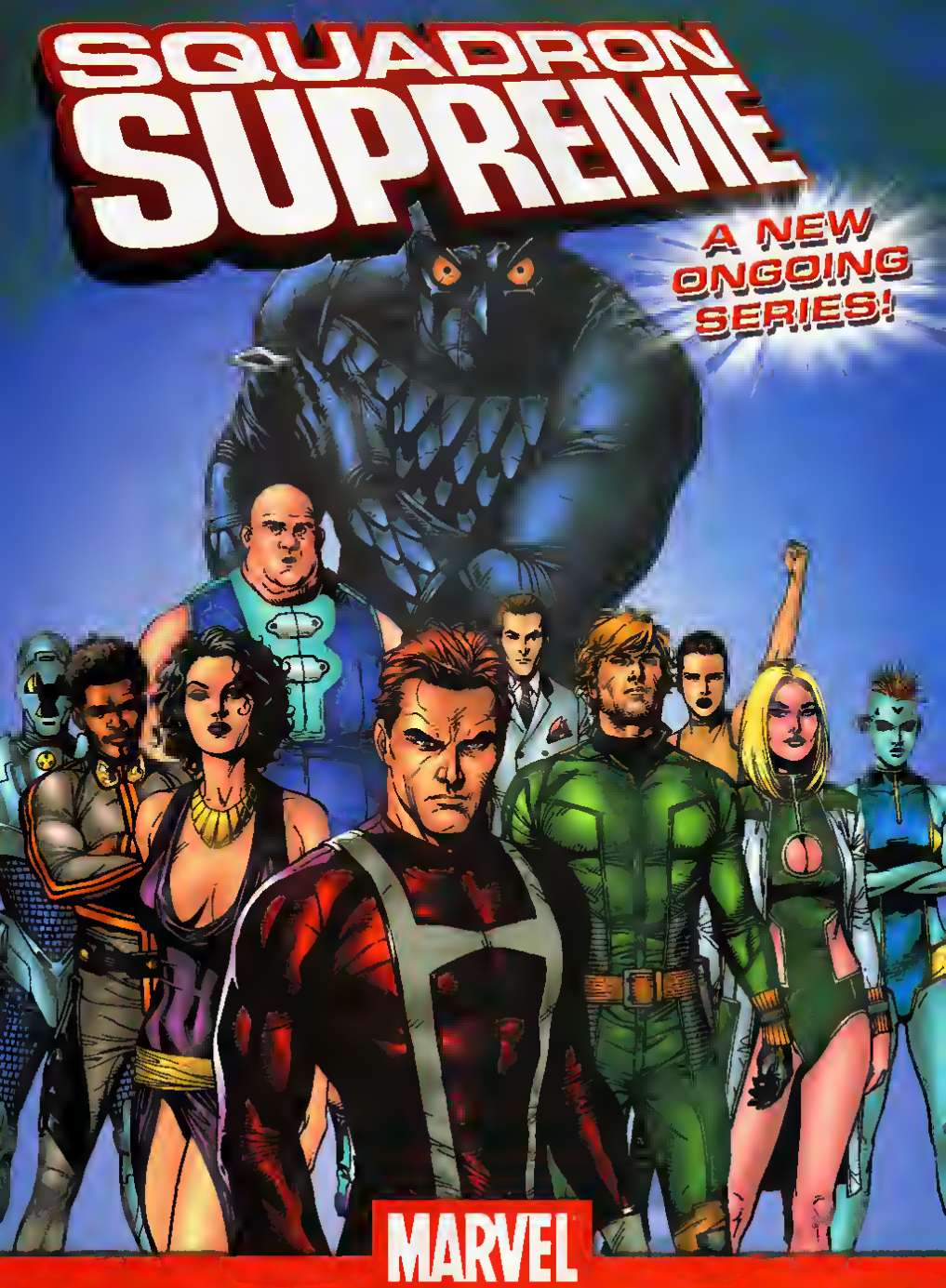
You're not on your own. Go.
Did anyone remember to put vodka in my water bottle?
Six minutes, forty-eight seconds, Mr Stark
We are go for launch

You think it's a missile?
Seems a little simple to me. Your suit's force field projector working?
Yeah. What are you thinking?
If it's still moving too fast to intercept, get the force field around it and divert it into the ocean. Key...
I see it.

Yes!
Or no. Missiles don't just stop dead in the air and do nothing, whatever planet you're from...
Not a missile

Gonna have to crank this all the way up--hold on, Tony--
Marvel! Look sharp!
Oh, hell.

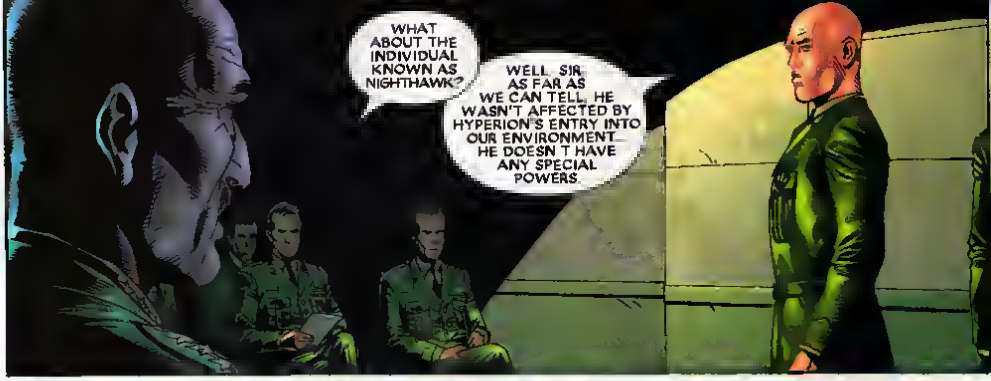
AAAAAA!
TO BE CONTINUED



It all starts here! The ONGOING, MARVEL KNIGHTS launch of the deadliest super-team around!

STRACZYNSKI • FRANK

TM & © 2006 Marvel Characters, Inc. All rights reserved.


WHAT ABOUT THE INDIVIDUAL KNOWN AS NIGHTHAWK?
WELL, SIR, AS FAR AS WE CAN TELL, HE WASN'T AFFECTED BY HYPERION'S ENTRY INTO OUR ENVIRONMENT. HE DOESN'T HAVE ANY SPECIAL POWERS.

"HE'S A NORMAL MAN. WELL, AS NORMAL AS ANY MAN CAN BE WHOSE PARENTS WERE KILLED BY WHITE SUPREMACISTS AND HAS TRAINED HIMSELF TO A STATE OF PHYSICAL PERFECTION IN ORDER TO HUNT THEM DOWN.
"AT LEAST, THAT'S THE LEGEND, SIR."

"SO WE HAVE DETERMINED THAT HE'S BLACK?"
"AFRICAN-AMERICAN, SIR."
"WHATEVER."
"WE'RE REASONABLY SURE, BUT WE WON'T KNOW UNTIL OUR PEOPLE CAN GET THEIR HANDS ON HIM.

Exclusive Sneak Peek Preview of Squadron Supreme #1!

AND HOW LONG WILL THAT TAKE?
WE'VE SENT SPECIAL AGENTS TO TRY AND LOCATE HIM. THEY HAVEN'T REPORTED IN YET--
--BUT I EXPECT WE'LL HEAR SOMETHING ANY TIME NOW. IN THE INTERIM, SINCE THIS NIGHTHAWK HAS NO REAL POWERS, IT SEEMS A SAFE BET THAT WE CAN CONSIDER HIM
"--IRRELEVANT."

THAT LEAVES THOMAS THOMPSON--
RIGHT. THE ONE THE NURSES DUBBED TOM THUMB--
--AND AL GAINES--
--WHO WE'VE DESIGNATED NUKE.
"WE'RE TOLD THAT THOMAS IS LOOKING FORWARD TO WORKING ON THE COVERT TEAM. HE THINKS IT'LL MAKE THE LADIES LOVE HIM, JUST LIKE 007."
"WHICH WOULD BE 007 OF A FOOT IN HIS CASE."
MAN. I LOOK HOT.
PUT THOSE GLOVES ON AND GIVE ME SOME LOVIN', BABE.

GOOD I THINK WE'RE IN GOOD SHAPE THEN, GENTLEMEN. THANK YOU FOR THE EXCELLENT WORK, I AGREE WITH YOUR RECOMMENDATIONS ON THE MAKEUP OF THE TWO TEAMS
NOW IT'S LATE, AND I SUGGEST WE ALL GET SOME SLEEP.
"WE HAVE A LONG AND MOMENTOUS DAY AHEAD OF US TOMORROW."
HELLO, JASON.
I WAS WONDERING IF YOU WERE GOING TO COME CALLING ON ME SOONER OR LATER.
I IMAGINE YOU'RE PRETTY ANGRY WITH ME ABOUT THE STORY.
ABOUT LETTING THE WORLD KNOW THAT YOU'RE... NOT LIKE US. THAT YOU'RE... NOT FROM AROUND HERE.
NO. IF YOU HADN'T GONE WITH THE STORY, SOMEONE ELSE WOULD HAVE. YOU'RE A COG IN THE MACHINE.
BUT THEN, SO AM I.
THEY HAD THEIR AGENDA.
AND I HAVE MINE.

TO BE CONTINUED IN SQUADRON SUPREME #1, *IN STORES 3/22/06!*

Honored To Scan #05

Calloway -for- Digital Comics Preservation